

**BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF DELAWARE**

IN THE MATTER OF THE APPLICATION OF \*  
DELMARVA POWER & LIGHT COMPANY \*  
FOR APPROVAL OF PROPOSED MERGER \*  
BETWEEN EXELON CORP., PEPSCO HOLDINGS \* PSC Docket No. 14-193  
AND PURPLE ACQUISITION CORP. \*  
(FILED JUNE 18, 2014) \*

\* \* \* \* \*

**PETITION TO INTERVENE OUT-OF-TIME OF CLEAN AIR COUNCIL**

Petitioner, Clean Air Council (“the Council”), by counsel, petitions the Commission to intervene out-of-time in the above-captioned proceeding and, as grounds therefore, states the following:

1. The Council is a member supported, non-profit environmental organization dedicated to protecting everyone’s right to breathe clean air. The Council and its members are actively involved in the protection of air quality and recognize that energy generation and fossil fuel transportation are major contributors to air pollution in Delaware and states throughout the region, including Pennsylvania and New Jersey. The Council has members in Delaware.
2. The Commission established this proceeding for the consideration and review of Delmarva Power and Light Company’s (“Delmarva Power”) application requesting approval of the proposed merger between Delmarva’s parent corporation Pepco Holdings, Inc. (“PHI”) and both Exelon Energy Delivery Company (“EEDC”) and Purple Acquisition Corporation (“Merger Sub”).

3. The Council and its members are interested and concerned about the proposed merger to the extent that it will increase or affect pollution emission in Delaware and the region. The Council and its members are also interested and concerned about the merger's effect on Delaware's commitment to clean and renewable energy and the option for Delaware residents to purchase clean and renewable energy.

4. The Council's collective experience in the generation of energy and transportation of fossil fuels enable it to bring a unique perspective on the merger between PHI and EEDC. The Council's collective experience representing members in similar energy utility mergers in Pennsylvania enable it to represent the environmental concerns of its members residing in Delaware and provide unique information about the environmental impact of this merger.

5. All correspondence should be addressed to the following:

Logan Welde, Esq  
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Clean Air Council  
135 S. 19th St., Suite 300  
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6. Any decision by the Commission with respect to Delmarva's application could impact the Council and its members' interests. The Council's interests are not now, nor will they be, adequately represented by any other party to these proceedings.

7. In submitting this petition out-of-time, the Council agrees to accept and be subject to the currently approved procedural schedule in this proceeding.

WHEREFORE, the Council requests that this commission accept this petition and allow the Council to intervene out-of-time in this proceeding as a party, with all the rights attendant thereto.

Respectfully submitted,

**WOMBLE CARLYLE SANDRIDGE  
& RICE, LLP**

*/s/ Matthew P. Ward*

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Dated: July 30, 2014

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\* \* \* \* \*

**CERTIFICATE OF SERVICE**

I, Matthew P. Ward, hereby certify that on July 30, 2014, I caused a true and correct copy of the *Petition to Intervene Out-of-Time of Clean Air Council* to be served via e-mail as per the attached service list.

/s/ Matthew P. Ward  
Matthew P. Ward (DE Bar No. 4471)

Date: July 30, 2014

*Attorney for Clean Air Council*